P99000002957

1 From This portion can be removed for Recipient's records.

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Sender's Name Constance K. White Phone 612 347-0700

Company WINTHROP & WEINSTINE PA

Address 60 S 6TH ST

Dept./Floor/Suite/Rm

City MINNEAPOLIS State MN ZIP 55402

2 Your Internal Billing Reference 1442-8

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06/04/03--01009--022 **52.50

(Business Entity Name)

(Document Number)

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Special Instructions to Filing Officer:

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03 JUN -4 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CC+CUS

AMEND

CRB 6/4.

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

FILED
03 JUN -4 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

F98 00000 5092
(Document number of corporation (if known))

1. D'Amico & Sons, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Minnesota
(Incorporated under laws of)

3. 09/10/1998
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? April 10, 2003

5. D'Amico Holding Company
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A
(New jurisdiction)

(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

6-3-03
(Date)

Paul Joseph Smith
(Typed or printed name)

Chief Financial Officer
(Title)

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: D'Amico Holding Company

Date Formed: 02/24/1992

Chapter Governed By: 302A

This certificate has been issued on 06/02/03.

Mary Kiffmeyer
Secretary of State.

State of Minnesota 4017

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Joan Anderson Growe, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

This corporation is now legally organized under the laws of Minnesota.

Corporate Name: D'Amico & Partners Catering, Inc.

Corporate Charter Number: 7I-282

Chapter Formed Under: 302A

This certificate has been issued on 02/24/1992.

Joan Anderson Growe
Secretary of State.

4018

7I-282

ARTICLES OF INCORPORATION OF
D'AMICO & PARTNERS CATERING, INC.

The undersigned incorporator, being a natural person of full age, in order to form a corporation under Minnesota Statutes, Chapter 302A, adopts the following Articles of Incorporation.

ARTICLE I
NAME AND REGISTERED OFFICE

1.01 Name. The name of this corporation is D'Amico & Partners Catering, Inc.

1.02 Registered Office. The registered office of the corporation is located at 3800 Multifoods Tower, 33 South Sixth Street, Minneapolis, Minnesota 55402.

ARTICLE II
SHARES AND SHAREHOLDERS

2.01 Number of Shares. The aggregate number of shares of stock which this Corporation shall have the authority to issue is 100,000 shares, which shall have a par value of $0.01 per share.

2.02 Classes of Shares. The Board of Directors may, from time to time, establish by resolution different classes of shares and may fix the rights and preferances of the shares in any class or series.

2.03 Issuance of Shares. The Board of Directors shall have the authority to issue shares of a class or series to holders of shares of another class or series to effectuate share dividends, splits, or conversion of its outstanding shares.

2.04 Preemptive Rights. No shareholder shall have any preemptive right to subscribe for, purchase or acquire any shares of the Corporation.

2.05 Cumulative Voting. No shareholder shall be entitled to any cumulative voting rights.

692621

4019

ARTICLE III
INCORPORATOR

The name and address of the incorporator is:

Nevin R. Harwood
3800 Multifoods Tower
33 South Sixth Street
Minneapolis, Minnesota 55402

ARTICLE IV
FIRST BOARD OF DIRECTORS

The name and address of the first Board of Directors is:

Richard P. D'Amico 275 Market Street
Minneapolis, MN 55405

ARTICLE V
LIMITING LIABILITY OF DIRECTORS AND INDEMNIFICATION

The liability of the Directors of the corporation to the corporation and/or to its shareholders is hereby eliminated to the fullest extent permitted by the Minnesota Business Corporation Act, case law and other applicable statutory law, as the same now exists or as hereafter, from time to time, may be changed, amended or supplemented.

The corporation shall indemnify its Directors acting in their "official capacity" (as defined in M.S.A. 302A.521) to the fullest extent permitted by the Minnesota Business Corporation Act, case and other applicable statutory law, as the same now exists or as hereafter, from time to time, may be changed, amended or supplemented. The corporation is hereby authorized, but shall not be required, to enter into contracts and agreements with any of its Directors acting in their official capacity setting forth the terms of conditions to and limits on indemnification and the advancement and reimbursement of all expenses, including attorney fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred in connection therewith to the fullest extent permitted by law. The terms and conditions of any such contracts and agreements between the corporation and any of its directors shall limit control and govern the scope of and conditions for indemnification for that director provided by law. The corporation's failure to execute such a contract or agreement

shall in no manner affect or limit the rights provided for in this Article V or otherwise. 4120

Any repeal, change, or amendment to this Article V or to the law deferred to herein shall not apply to, eliminate, reduce or adversely affect any rights or protection of a director of the corporation for any act, omission or occurrence taking place prior to such repeal, change or amendment to this Article or to the law referred to herein.

Date: February 20, 1992

Nevin R. Harwood, Incorporator

25629.01/2393-001(pjh)

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
FEB 24 1992
Joan Anderson Growe
Secretary of State

State of Minnesota
Office of the Secretary of State

AMENDMENT OF ARTICLES OF INCORPORATION

0662

► READ INSTRUCTIONS AT BOTTOM OF PAGE BEFORE COMPLETING THIS FORM

CORPORATE NAME
D'Amico & Partners Catering, Inc.

This amendment is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 30 days after filing with the Secretary of State, in this box:

The following amendments of articles or modifications to the statutory requirements regulating the above corporation were adopted: (Insert full text of newly amended or modified article(s), indicating which article(s) is(are) being amended or added. If the full text of the amendment will not fit in the space provided, please do not use this form. Instead, retype the amendment on a separate sheet or sheets using this format.)

ARTICLE 1.01

Name. The name of this corporation is D'Amico Catering, Inc.

This amendment has been approved pursuant to chapter 302A, Minnesota Statutes.
I certify that I am authorized to execute this amendment and I further certify that I understand that by signing this amendment, I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this amendment under oath.

(Signature of Authorized Person)
Paul Smith

INSTRUCTIONS:

037043

1. Type or print with dark black ink.
2. Filing fee: $35.00.
3. Make check payable to Secretary of State.
4. Mail or bring completed forms to:

Secretary of State
Business Services Division
180 State Office Building
Saint Paul, MN 55155
(612) 296-2803

SC-00175-03 (9/88)

FOR USE BY THE SECRETARY OF STATE

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
FEB 28 1994

Secretary of State

AT-388

#5 0936

STATE OF MINNESOTA
SECRETARY OF STATE
NOTICE OF CHANGE OF REGISTERED OFFICE/
REGISTERED AGENT

Please read the instructions on the back before completing this form.

1. Corporate Name:

D'Amico Catering, Inc.

2. Registered Office Address (No. & Street): List a complete street address or rural route and rural route box number. A post office box is not acceptable.

Street	City	State	Zip Code
2210 Hennepin Avenue	Minneapolis	MN	55403

3. Registered Agent (Registered agents are required for foreign corporations but optional for Minnesota corporations):

None.

If you do not wish to designate an agent, you must list "NONE" in this box. DO NOT LIST THE CORPORATE NAME.

In compliance with *Minnesota Statutes, Section 302A.123, 303.10, 308A.025, 317A.123* or *322B.135* I certify that the above listed company has resolved to change the company's registered office and/or agent as listed above.

I certify that I am authorized to execute this certificate and I further certify that I understand that by signing this certificate I am subject to the penalties of perjury as set forth in *Minnesota Statutes Section 609.48* as if I had signed this certificate under oath.

Signature of Authorized Person

Name and Telephone Number of a Contact Person: Paul Smith (612) 374-1776
please print legibly

047034

Filing Fee: Minnesota Corporations, Cooperatives and Limited Liability Companies: $35.00.

Non-Minnesota Corporations: $50.00.

Make checks payable to Secretary of State

Return to: Minnesota Secretary of State
180 State Office Bldg.
100 Constitution Ave.
St. Paul, MN 55155-1299
(612)296-2803

03030275 Rev. 5/93

Office Use Only

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
NOV 03 1994
Secretary of State

7I-382

State of Minnesota
Office of the Secretary of State

3970

Notice of Change of Registered Office — Registered Agent or Both by

Name of Corporation
D'Amico Catering, Inc.

Pursuant to Minnesota Statutes, Section 302A.123, 303.10, 317.19, 317A.123 or 308A.025 the undersigned hereby certifies that the Board of Directors of the above named Corporation has resolved to change the corporation's registered office and/or agent to

Agent's Name	If you do not wish to designate an agent, you must list "NONE" in this box. DO NOT LIST THE CORPORATE NAME None			
Address (No. & Street)	(You may not list a P.O. Box, but you may list a rural route and box number.) 211 North First Street			
	City Minneapolis	County Hennepin	MN	Zip 55401
Mailing Address	(If different than address above — P.O. Box is acceptable) Do not list a different street address or location.			
	City	County	MN	Zip

The new address may not be a post office box. It must be a street address, pursuant to Minnesota Statutes, Section 302A.011, Subd. 3, 303.02, Subd. 5, 317.02 Subd. 13, 317A.01 Subd. 2.

This change is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 30 days after filing with the Secretary of State, in this box

I certify that I am authorized to execute this certificate and I further certify that I understand that by signing this certificate I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this certificate under oath.

Name of Officer or Other Authorized Agent of Corporation (Please Print) Richard P. D'Amico	Signature Richard P. D'Amico
Title or Office President	Date 2/11/97

Do not write below this line. For Secretary of State's use only.

Receipt Number	File Data
	STATE OF MINNESOTA DEPARTMENT OF STATE FILED FEB 13 1997 [illegible] Secretary of State

Filing Fee $35.00

Return to Business Services Division
Office of the Secretary of State
180 State Office Building
St. Paul, MN 55155
(612) 296-2803

349234

Make checks payable to Secretary of State

M

SC 30014-06

7 I. 382

5729

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
D'AMICO CATERING, INC.

The undersigned, the duly elected President of D'Amico Catering, Inc. (the "Corporation"), a corporation subject to the provisions of Chapter 302A, Minnesota Statutes, does hereby certify that by Written Action of the shareholders of the Corporation dated the 25th day of August, 1997 the following resolutions were duly adopted pursuant to Chapter 302A:

RESOLVED, that Article I of the Articles of Incorporation of D'Amico Catering, Inc. be amended so as to read:

"ARTICLE I

The name of the corporation shall be D'Amico & Sons, Inc."

RESOLVED FURTHER, that the President of the Corporation be and he is hereby authorized and directed to make, execute and file for record with the Secretary of State of the State of Minnesota proper Articles of Amendment of Articles of Incorporation, s forth the foregoing amendment and to pay all fees in connection therewith, all as re by law.

IN WITNESS WHEREOF, I have subscribed my name as of this 25 day of August, 1997.

Richard P. D'Amico, President

MPL1: 213875-1

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
NOV 20 1997
Secretary of State

059546

7I-283

5980

ARTICLES OF AMENDMENT
FOR
D'AMICO & SONS, INC.

The undersigned, the duly elected President of D'Amico & Sons, Inc. (the "Corporation"), a corporation subject to the provisions of Chapter 302A, Minnesota Statutes, does hereby certify the following:

1. **Name of Corporation.** The name of the Corporation is "D'Amico & Sons, Inc."

2. **Resolutions Adopted.** On the 25th day of February, 1999, the following resolutions were unanimously adopted by the Board of Directors of the Corporation, to be effectuated in ' nanner set out in the Written Action attached as Exhibit A, in accordance w equirements of Chapter 302A:

RESOLVED, that Article VI of the Articles of Incorporation of the Corporation is hereby restated in its entirety to read as follows:

Authorized Capital. The Corporation shall have two classes of stock, voting common stock ("Common Stock") and non-voting common stock ("Non-Voting Common Stock"). There shall be Seventy-five Million shares authorized as the Corporation's Voting Common Stock. There shall be Twenty-five Million shares authorized as the Corporation's Non-Voting Common Stock. The number of shares of each class and the par or stated value of the shares of each class are as follows:

CLASS OF STOCK	NO. OF SHARES	PAR VALUE
Voting	75,000,000	$0.01
Non-Voting	25,000,000	$0.01

The Non-Voting Common Stock shall be identical in all respects to the Common Stock, except that the Non-Voting Common Stock shall not have the right to vote on any matter submitted to the shareholders unless otherwise specifically accorded by Minnesota Statutes, Chapter 302A and the entire voting power of the Corporation shall be vested in the Common Stock. Holders of Common Stock shall be allowed one (1) vote per share of Common Stock. The shareholders, whether holders of Common Stock or Non-Voting Common Stock, shall have no cumulative voting rights.

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized and directed to prepare and execute such documents and take such actions as may be necessary to give effect to the preceding resolution, including, without limitation, preparing, executing and filing the Articles of Amendment for the Corporation with the Office of the Minnesota Secretary of State.

628147

3. **No Adverse Effects.** The amendment will not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and will not result in the percentage of authorized shares of any class or series that remains unissued after the division exceeding the percentage of authorized shares of that class or series that were unissued before the division.

IN WITNESS WHEREOF, I have subscribed my name as of this 25 day of February, 1999.

Richard P. D'Amico

MPL1: 279723-1

WRITTEN ACTION
OF THE BOARD OF DIRECTORS
OF
D'AMICO & SONS, INC.

The undersigned, being all the members of the Board of Directors of D'Amico & Sons, Inc. (the "Corporation"), a Minnesota corporation, hereby adopt the following resolutions by written action pursuant to Section 302A.239 of the Minnesota Business Corporation Act, effective as of February 15, 1999.

Declaration Of Stock Division

WHEREAS, it is in the best interests of the Corporation to effect a stock split, in the form of a stock division, with respect to all of the authorized voting and non-voting common stock of the Corporation:

NOW, THEREFORE, BE IT RESOLVED, that effective as of February __, 1999, the Corporation shall divide the number of authorized shares of Class A voting and Class B non-voting common stock, issued and unissued, by 1000. Immediately after the stock division, the number of authorized shares and the ownership of the outstanding shares of Class A voting common stock and Class B non-voting common stock shall be as follows:

	NO. OF VOTING SHARES	NO. OF NON-VOTING SHARES
Richard P. D'Amico	3,446,000	0
Larry J. D'Amico	3,077,000	0
Gerald L. Cafesjian	5,390,000	2,468,500
Stephen P. Davidson	1,435,000	0
Paul J. Smith	2,282,000	0
Total Authorized	75,000,000	25,000,000

RESOLVED FURTHER, that Winthrop & Weinstine, P.A., as transfer agent for the Corporation, is hereby authorized and directed to prepare and deliver stock certificates representing the shares of Class A voting and Class B non-voting common stock to be issued pursuant to such division and to accept and cancel all certificates issued prior to such division.

RESOLVED FURTHER, that the officers of the Corporation are hereby authorized and directed to prepare, execute, file and deliver such documents and take such other action as they may deem necessary to effect such stock division.

Approval and Adoption of Articles of Amendment

WHEREAS, it is in the best interests of the Corporation to amend its Articles of Incorporation to reflect the authorization of additional shares of both voting and non-voting common stock of the Corporation and to adopt forms of stock certificates representing each class of shares:

Amendment of the Articles

NOW, THEREFORE, BE IT RESOLVED, that Article II, Section 2.01 of the Articles of Incorporation of the Corporation is hereby amended and restated in its entirety to read as follows:

> **Authorized Capital.** The Corporation shall have two classes of stock, Class A voting common stock ("Common Stock") and Class B non-voting common stock ("Non-Voting Common Stock"). There shall be Seventy-five Million shares authorized as the Corporation's Class A Voting Common Stock. There shall be Twenty-five Million shares authorized as the Corporation's Class B Non-Voting Common Stock. The number of shares of each class and the par or stated value of the shares of each class are as follows:

CLASS OF STOCK	NO. OF SHARES	PAR VALUE
Class A Voting	75,000,000	$0.01
Class B Non-Voting	25,000,000	$0.01

> The Non-Voting Common Stock shall be identical in all respects to the Common Stock, except that the Non-Voting Common Stock shall not have the right to vote on any matter submitted to the shareholders unless otherwise specifically accorded by Minnesota Statutes, Chapter 302A, and the entire voting power of the Corporation shall be vested in the Common Stock. Holders of Common Stock shall be allowed one (1) vote per share of Common Stock. The shareholders, whether holders of Common Stock or Non-Voting Common Stock, shall have no cumulative voting rights.

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized and directed to prepare and execute such documents and take such actions as may be necessary to give effect to the preceding resolution, including, without limitation, preparing, executing and filing Articles of Amendment for the Corporation with the Office of the Minnesota Secretary of State.

Form of Stock Certificates

RESOLVED, that the form of stock certificate attached hereto and marked Exhibit A be, and hereby is, adopted as the form of stock certificate for the Corporation's Class A Voting Common Stock.

RESOLVED, that the form of stock certificate attached hereto and marked Exhibit B be, and hereby is, adopted as the form of stock certificate for the Corporation's Class B Non-Voting Common Stock.

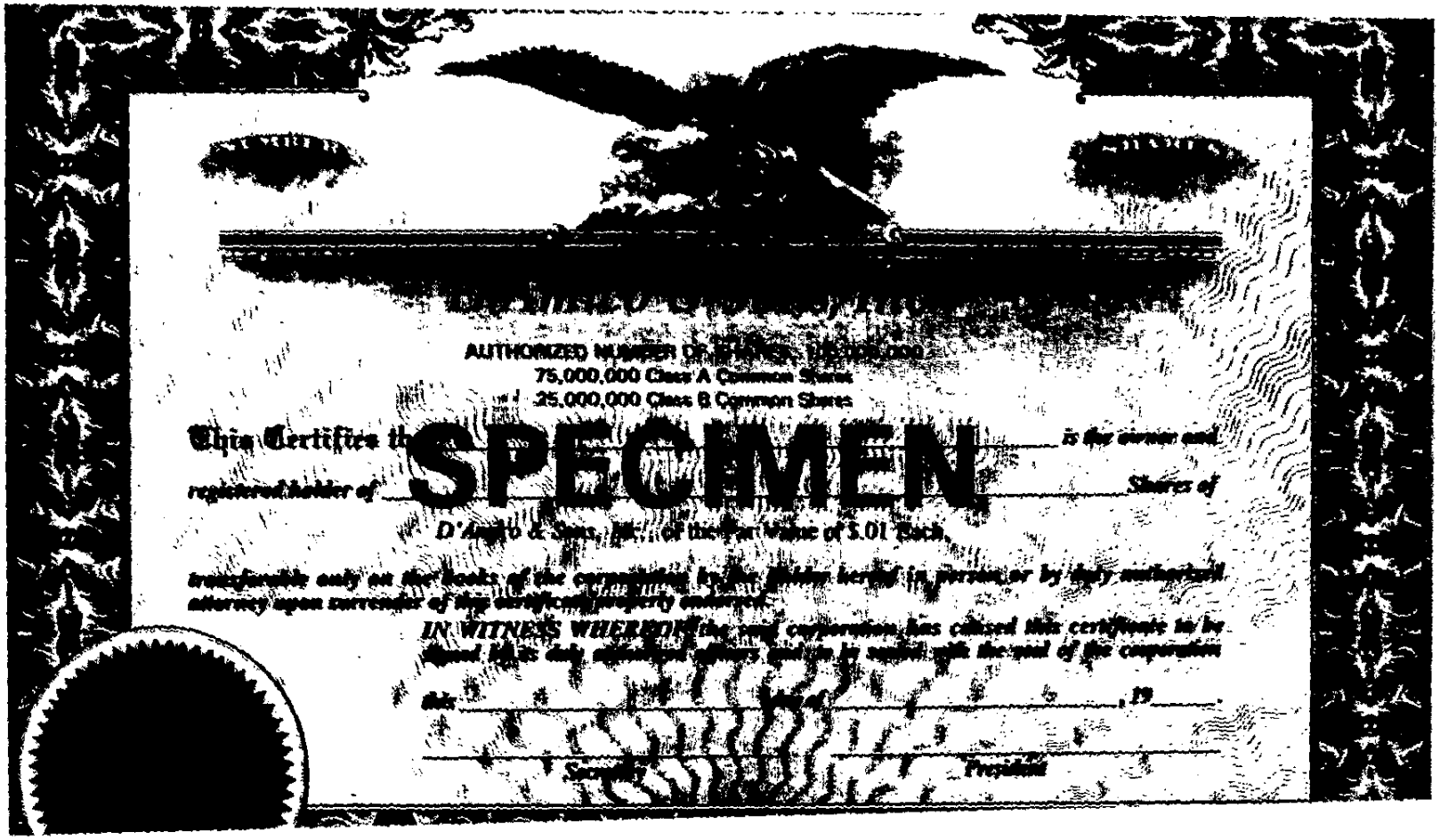
IN WITNESS WHEREOF, the undersigned have executed this Written Action as of the date first above written.

Richard P. D'Amico, Director

Larry J. D'Amico, Director

Paul J. Smith, Director

MPL1: 279722-1



AUTHORIZED NUMBER OF SHARES: 100,000,000
75,000,000 Class A Common Shares
25,000,000 Class B Common Shares

This Certifies that SPECIMEN is the owner and registered holder of _____ Shares of D'Angelo & Sons, Inc., of the Par Value of $.01 Each,

transferable only on the books of the corporation by the holder hereof in person or by duly authorized attorney upon surrender of this certificate properly endorsed.

IN WITNESS WHEREOF the said corporation has caused this certificate to be signed this day and caused it to be sealed with the seal of the corporation

this _____ day of _____, 19____.

_____ Secretary _____ President

THE SECURITIES REPRESENTED BY THIS CERTIFICATE H
BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS A
OR SOLD, OFFERED FOR SALE, OR TRANSFERRED EXCEPT PURS
EITHER AN EFFECTIVE REGISTRATION STATEMENT UNDER THE S
ACT OF 1933, AS AMENDED, AND UNDER THE APPLICABL
SECURITIES LAWS, OR AN OPINION OF COUNSEL FOR THE CORP
THAT SUCH TRANSACTION IS EXEMPT FROM REGISTRATION UN
SECURITIES ACT OF 1933, AS AMENDED, AND UNDER THE AP
STATE SECURITIES LAWS.

THE TRANSFER OR ENCUMBRANCE OF STOCK REPRESE
THIS STOCK CERTIFICATE IS SUBJECT TO SUBSTANTIAL RESTI
DESCRIBED IN A SHAREHOLDER RESTRICTION AGREEMENT WHIC
FILE AT THE OFFICE OF THE CORPORATION. THE ACCEPTA
SHARES OF STOCK REPRESENTED BY THIS STOCK CERTIFICATE S
DEEMED AN AGREEMENT TO BE BOUND BY THE TERMS AND CON
OF THE FOREGOING SHAREHOLDER RESTRICTION AGREEMENT.

MPL1: 259201-1

For Value Received _____ ***hereby sell, assign and transfer unto***

_____

_____ ***Shares represented by the within Certificate, and do hereby irrevocably constitute and appoint***

_____ ***Attorney to transfer the said shares on the Books of the within named Corporation with full power of substitution in the premises.***

Dated _____ , ***19*** ____ _____

IN PRESENCE OF _____

INCORPORATED UNDER THE LAWS OF THE

NUMBER

SHARES

D'Amico & Sons, Inc.

AUTHORIZED NUMBER OF SHARES, 100,000,000
75,000,000 Class A Common Shares
25,000,000 Class B Common Shares

This Certifies that _____ is the owner and registered holder of _____ Shares of

SPECIMEN

D'Amico & Sons, Inc., fully paid and non-assessable, of $0.01 Par Value Each,

transferable only on the books of the corporation by the holder hereof in person or by duly authorized attorney upon surrender of this certificate properly endorsed.

IN WITNESS WHEREOF, the said corporation has caused this certificate to be signed by its duly authorized officers and to be sealed with the seal of the corporation

this _____ day of _____, 19____.

_____ President

THE SECURITIES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR SOLD, OFFERED FOR SALE, OR TRANSFERRED EXCEPT PURSUANT TO EITHER AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND UNDER THE APPLICABLE STATE SECURITIES LAWS, OR AN OPINION OF COUNSEL FOR THE CORPORATION THAT SUCH TRANSACTION IS EXEMPT FROM REGISTRATION UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND UNDER THE APPLICABLE STATE SECURITIES LAWS.

THE TRANSFER OR ENCUMBRANCE OF STOCK REPRESENTED BY THIS STOCK CERTIFICATE IS SUBJECT TO SUBSTANTIAL RESTRICTIONS DESCRIBED IN A SHAREHOLDER RESTRICTION AGREEMENT WHICH IS ON FILE AT THE OFFICE OF THE CORPORATION. THE ACCEPTANCE OF SHARES OF STOCK REPRESENTED BY THIS STOCK CERTIFICATE SHALL BE DEEMED AN AGREEMENT TO BE BOUND BY THE TERMS AND CONDITIONS OF THE FOREGOING SHAREHOLDER RESTRICTION AGREEMENT.

MPL1: 259201-1

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
MAR 1 8 1999

Secretary of State

For Value Received _____ *hereby sell, assign and transfer unto*

_____

_____ *Shares represented by the within Certificate, and do hereby irrevocably constitute and appoint*

_____ *Attorney to transfer the said shares on the Books of the within named Corporation with full power of substitution in the premises.*

Dated _____ , 19 ____ _____

IN PRESENCE OF _____

NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATEVER.

7I-283

6670

D'AMICO & SONS, INC.

CERTIFICATE OF DESIGNATION
OF THE
RELATIVE RIGHTS AND RESTRICTIONS
OF
CLASS A VOTING STOCK
AND CLASS B NON-VOTING STOCK

Pursuant to Section 302A.401 of the Minnesota Business Corporations Act

---

The undersigned, the duly elected President of D'Amico & Sons, Inc., a Minnesota corporation (the "Corporation"), hereby certifies that effective as of the 1st day of April, 1998, the resolutions attached hereto as Exhibit A were considered and approved by the Board of Directors of the Corporation thereby dividing the 100,000 authorized shares of the Corporation's common stock into a class of voting shares and a class of non-voting shares.

D'AMICO & SONS, INC.

Richard P. D'Amico
Its President

MPL1: 279560-1

628148

WRITTEN ACTION OF
THE BOARD OF DIRECTORS
OF
D'AMICO & SONS, INC.

The undersigned, being all of the Directors of D'Amico & Sons, Inc., a Minnesota corporation (the "Corporation"), do hereby consent to the taking of the following actions without the formality of a meeting, pursuant to the provisions of Chapter 302A, Minnesota Statutes, effective as of the 1st day of April, 1998 and hereby waive any notice required to be given in connection therewith.

WHEREAS, the Corporation's Articles of Incorporation specifically authorize the Board of Directors to establish by resolution different classes of shares and to fix the rights and preferences of the shares of any class or series.

WHEREAS, the Board of Directors desires to designate 25,000 shares of the Corporation's 100,000 shares of authorized common stock as non-voting common stock and to designate the remaining 75,000 shares as voting common stock.

WHEREAS, the shareholders have been duly notified of the designation of the Corporation's authorized shares as voting and as non-voting shares of common stock.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that pursuant to the authority granted to and vested in the Board of Directors by the Corporation's Articles of Incorporation, as amended, the Board of Directors hereby establishes a class of non-voting stock, par value $.01 per share, designated "Class B Non-Voting Common Stock."

RESOLVED FURTHER, that 25,000 of the Corporation's 100,000 authorized shares of common stock shall be converted into Class B Non-Voting Common Stock.

RESOLVED FURTHER, that the remaining 75,000 shares of the Corporation's 100,000 authorized shares of common stock shall be designated as Class A Voting Common Stock, par value $.01 per share.

RESOLVED FURTHER, that the Class B Non-Voting Common Stock of the Corporation shall have the same relative restrictions, rights, preferences and privileges as the Class A Voting Common Stock except that holders of the Non-Voting shares shall have no voting rights in connection with ownership of such shares, except as otherwise expressly required by Minnesota Statutes.

RESOLVED FURTHER, that the proper officers of the Corporation are hereby authorized on behalf of the Corporation to execute a Certificate of Designation and to cause such Certificate of Designation to be filed with the Office of the Secretary of State of the State of Minnesota and to take such other actions as may be necessary or appropriate for the authorization and designation of such classes of voting and non-voting common stock.

IN WITNESS WHEREOF, I have hereunder subscribed my name as of the 1st day of April, 1998.

Richard D'Amico, Director

Larry D'Amico, Director

Paul Smith, Director

MPL1: 279560-1

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
MAR 19 1999

Secretary of State

71-282

CONSENT TO USE OF NAME
FROM
D'AMICO & SONS, INC.

This certificate is delivered by D'Amico & Sons, Inc., a Minnesota corporation (the "Corporation"), to facilitate the filing of Articles of Organization by D'Amico & Sons, LLC, a Minnesota limited liability company

On behalf of the Corporation, I certify that the Corporation consents to the use of the name D'Amico & Sons, LLC.

Dated. December 31, 2002

D'AMICO & SONS, INC.

By _____

Its CEO

30005.2v1

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
DEC 31 2002
Secretary of State

M

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DC RA CN 55

7I-282

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
D'AMICO & SONS, INC.

The undersigned, Richard D'Amico, President of D'Amico & Sons, Inc. (the "Corporation"), a corporation subject to the provisions of Chapter 302A of the Minnesota Statutes, does hereby certify that pursuant to Section 302A.135, the Shareholders duly adopted the following resolutions by written action signed by all of the shareholders:

RESOLVED, that the Articles of Incorporation of the Corporation shall be amended so as to read in its entirety as follows:

ARTICLE I.

The name of the Corporation is D'Amico Holding Company.

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ARTICLE II.

The purpose of the Corporation is general business purposes.

ARTICLE III.

The Corporation shall possess all powers necessary to conduct any business in which it is authorized to engage, including but not limited to all those powers expressly conferred upon business corporations by Minnesota Statutes, together with those powers necessarily implied therefrom.

ARTICLE IV.

The Corporation shall have perpetual duration.

ARTICLE V.

The location and post office address of the registered office of the Corporation in Minnesota is 211 North First Street, Minneapolis, Minnesota 55401.

ARTICLE VI.

The Corporation shall have two classes of stock, Class A voting common stock ("Voting Stock") and Class B non-voting common stock ("Non-Voting Stock"). There shall be seventy-five million (75,000,000) shares authorized as Voting Stock, par value $.01 per share, and twenty-five million (25,000,000) shares authorized as Non-Voting Stock, par value $.01 per share. The Non-Voting Stock shall be identical in all respects to the Voting Stock, except that the Non-Voting Stock shall not have the right to vote on any matter submitted to the shareholders

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unless otherwise specifically accorded by Chapter 302A of the Minnesota Statutes. There shall be no cumulative voting by the holders of the Voting Stock. No shareholders of this Corporation shall have any preemptive rights to subscribe for or acquire securities or rights to purchase securities of any kind, class or series of the Corporation.

ARTICLE VII.

An action required or permitted to be taken at a meeting of the Board of Directors of the Corporation may be taken by a written action signed, or counterparts of a written action signed in the aggregate, by all of the directors unless the action need not be approved by the shareholders of the Corporation, in which case the action may be taken by a written action signed, or counterparts of a written action signed in the aggregate, by the number of directors that would be required to take the same action at a meeting of the Board of Directors of the Corporation at which all of the directors were present.

ARTICLE VIII.

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the corporation or its shareholders, (b) for acts or omissions not in good faith or that involved intentional misconduct or a knowing violation of law, (c) under section 302A.559 of the Minnesota Business Corporation Act or section 80A.23 of the Minnesota Securities Act, or (d) for any transaction from which the director derived an improper personal benefit. If the Minnesota Business Corporation Act is amended after this Article becomes effective to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Minnesota Business Corporation Act, as so amended.

Any repeal or modification of this Article IX by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE X.

The Board of Directors shall consist of five (5) members, as elected by the shareholders, who shall serve until the next annual meeting of shareholders or until the successor of such member is elected and qualified, or until his/her earlier death, resignation, removal or disqualification.

RESOLVED FURTHER, that the President and/or Secretary of the Corporation are hereby authorized and directed to make, execute and file for record with the Secretary of State of the State of Minnesota, proper Articles of Amendment of the Articles of Incorporation, setting forth the foregoing amendments and to pay all fees in connection therewith, all as required by law.

IN WITNESS WHEREOF, I have subscribed my name as of this 4th day of April, 2003.

By: _____
Richard D'Amico, President

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STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

APR 10 2003

Mary Kiffmeyer
Secretary of State

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STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that this is a true and complete copy of the document as filed for record in this office.

DATED 12-8-03

Mary Kiffmeyer

Secretary of State

By